

GOODRICH CORP  
Form 8-K  
September 10, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): September 9, 2010**

**GOODRICH CORPORATION**

(Exact name of registrant as specified in its charter)

**New York**

**1-892**

**34-0252680**

(State or other Jurisdiction of  
Incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**Four Coliseum Centre  
2730 West Tyvola Road  
Charlotte, North Carolina**

**28217**

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: **(704) 423-7000**

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Section 8 Other Events**

**Item 8.01. Other Events.**

On September 9, 2010, we issued a press release announcing the redemption of the outstanding \$257,460,000 aggregate principal amount of our 7.625% Notes due 2012 (CUSIP No. 382388AP1) (the 2012 Notes ) in accordance with the terms thereof. The redemption date with respect to the 2012 Notes is October 12, 2010.

We are also filing this Current Report on Form 8-K to add exhibits to our Registration Statement on Form S-3 (File No. 333-154778) in connection with our issuance of \$600,000,000 aggregate principal amount of 3.60% Senior Notes due 2021.

**Section 9 Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

| Exhibit Number | Description of Exhibits                                                                                                                                                         |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.1            | Form of Underwriting Agreement Standard Provisions dated September 8, 2010                                                                                                      |
| 1.2            | Form of Pricing Agreement (included in Exhibit 1.1)                                                                                                                             |
| 4.1            | Form of Ninth Supplemental Indenture between Goodrich Corporation and The Bank of New York Mellon Trust Company, N.A. as successor to Harris Trust and Savings Bank, as Trustee |
| 4.2            | Form of Goodrich Corporation 3.60% Note due 2021 (included in Exhibit 4.1)                                                                                                      |
| 5.1            | Opinion of Robinson, Bradshaw & Hinson, P.A., dated as of September 10, 2010, regarding the legality of the issuance of the notes.                                              |
| 12             | Computation of Ratio of Earnings to Fixed Charges                                                                                                                               |
| 23.1           | Consent of Robinson, Bradshaw & Hinson, P.A. (included in Exhibit 5.1)                                                                                                          |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 10, 2010

Goodrich Corporation

By: /s/ Vincent M. Lichtenberger  
Vincent M. Lichtenberger  
Assistant Secretary

3

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Goodrich Corporation  
Current Report on Form 8-K  
Exhibit Index

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